

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

RECORDATION NO. 20912 FILED

OCT 1 '97

1-01 PM

September 30, 1997

**FIRST
UNION®**

VIA FEDERAL EXPRESS

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W.
Room 704
Washington, D.C. 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 25, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Archer Daniels Midland Company
P.O. Box 1470
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

Very truly yours,


Kathy Dombrowski
Manager-Documentation

Enclosures
(BENQ019)

RECEIVED
SURFACE TRANSPORTATION
BOARD
10 1 01 PM '97

ASSIGN: BENQ019

OCT 1 '97

1-01 PM

Memorandum of Lease

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 25th day of August, 1997, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and ARCHER DANIELS MIDLAND COMPANY ("Lessee").

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & Marketing

Title: _____

ATTEST:

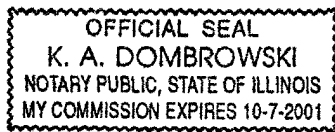
By: Robert HamiltonName: ROBERT HAMILTONTitle: DIRECTOR OF DOCUMENTATIONExecuted on this 18th day of Sept., 1997.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, K.A. Dombrowski, a Notary Public in and for said state and county, certify that RICHARD F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of September 1997.



K.A. Dombrowski
Notary Public

My Commission Expires:

10/7/2001

(Notary Public)

LESSEE:

ARCHER DANIELS MIDLAND COMPANY

By: _____

Name: Randy Neumayer

Title: Vice President-Rail Transportation

ATTEST:

By: Robert J. Meisner

Name: Robert J. Meisner

Title: Director - Rates

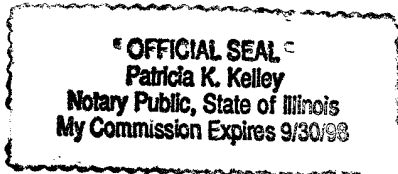
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF MACON

I, Patricia K. Kelley, a Notary Public in and for said state and county, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of September, 1997.



Patricia K. Kelley
Notary Public

My Commission Expires:

9/30/98
(Notary Public)

EXHIBIT A
to
Memorandum of Lease

43 Covered Hopper Cars

UMP	046109	UMP	055316
UMP	046123	UMP	055359
UMP	046176	UMP	055390
UMP	046245	UMP	055397
UMP	046246	UMP	056188
UMP	046273	UMP	056191
UMP	046281	UMP	056198
UMP	046288	UMP	056221
UMP	046786	UMP	056228
UMP	050700	UMP	056232
UMP	050742	UMP	057338
UMP	050842	UMP	057347
UMP	050862	UMP	057360
UMP	050902	UMP	057366
UMP	050919	UMP	475010
UMP	050922	UMP	475167
UMP	050931	UMP	475235
UMP	050977	UMP	800025
UMP	054607	UMP	801255
UMP	054622		
UMP	054624		
UMP	054670		
UMP	054684		
UMP	055105		